

RECORDATION NO. 28504-B FILED

JAN 13 '10 -10 45 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 13, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Collateral Assignment of Railcar Lease Agreement, dated as of January 13, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents being filed with the Board under Recordation Number 28504.

The names and addresses of the parties to the enclosed document are:

Assignor: T&T Rail Services, Inc.
c/o PO Box 246
Rensselaer, NY 12144

Assignee: TD Equipment Finance, Inc.
2059 Springdale Road
Cherry Hill, NJ 08003

Section Chief
January 13, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

30 railcars numbered 6800 - 6829 (reporting marks to be recorded at a later date).

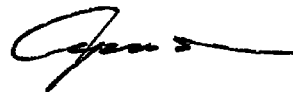
A short summary of the document to appear in the index is:

Memorandum of Collateral Assignment of Railcar Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JAN 13 '10 -10 45 AM

MEMORANDUM OF COLLATERAL ASSIGNMENT OF
RAILCAR LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF COLLATERAL ASSIGNMENT OF RAILCAR LEASE AGREEMENT dated as of the 13th day of January, 2010, is made by T&T Rail Services, Inc., a New York corporation, with offices at 35 Riverside Avenue, Rensselaer, New York, 12144 (the "Assignor"), to TD Equipment Finance Inc., a [New York] corporation, with offices at 2059 Springdale Road, Cherry Hill, New Jersey 08003 (the "Assignee", and together with the Assignor, the "Parties").

Assignor is the "lessee" and Assignee is "lessor" under a Master Lease Agreement, dated as of January 13th, 2010 (the "Master Lease") relating to the Equipment identified in Exhibit A attached hereto. Pursuant to the terms and conditions set forth under the Master Lease, Assignor is permitted to sublease one or more items of Equipment on the terms, and subject to compliance with the conditions, set forth in the Master Lease (each such sublease shall be referred to as a "Sublease").

Assignor has contemporaneously herewith entered into a Sublease as identified in Exhibit B attached hereto of all units of the Equipment.

As security for the payment of any and all obligations and liabilities of Assignor under the Master Lease, Assignor has granted a security interest in and has made a collateral assignment to Assignee of all of Assignor's right, title and interest in and to all rentals payable or receivable under and pursuant to the Sublease identified on Exhibit B attached hereto and to each and every Sublease hereafter entered into but only to the extent that the Subleases relate to the Equipment.

This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a).

This Memorandum may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

T&T RAIL SERVICES, INC.

Assignor

By: 

Name: TOUGHER INDUSTRIES

Title: President

TD EQUIPMENT FINANCE, INC.

Assignee

By: 

Name: Charles M. Humefreddo

Title: Director of Operations

[Notary or verification to be attached]

STATE OF New York
COUNTY OF Rensselaer

On this 8th day of January, before me personally appeared Toby Grimmel, to me personally known, who being by me duly sworn, says that he is the President of HT Rail Svcs, Inc., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

M. Alison Coe
NOTARY PUBLIC

My commission expires:

M. Alison Coe
Notary Public, State of New York
No. 0100606845
Residing in Albany County
Commission Expires 4.2.11

STATE OF New Jersey
COUNTY OF (CAMDEN)

On this 12th day of JANUARY 2010, before me personally appeared Charles Gunnfreda, to me personally known, who being by me duly sworn, says that he is the Director of Operations of TD Equipment Finance, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Loriann Laquitar
NOTARY PUBLIC

My commission expires:

LORIANN LAQUITARA
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES OCTOBER 03, 2010

EXHIBIT A

Thirty (30) 6800 cubic foot gondola railcars bearing _____ reporting marks and road numbers 6800 - 6829, inclusive.

EXHIBIT B

THE SUBLEASE:

Master Rail Car Lease Agreement dated the ____ day of January, 2010 by and between **T & T Rail Services, Inc.**, a New York Corporation with offices at 35 Riverside Avenue, Rensselaer, New York 12144, as Lessor, and **Georgia Recyclers, LLC**, a Georgia Limited Liability Company with a mailing address c/o 355 N. LATTROP AVE, SAVANNAH GA. 31415 and **Rensselaer Iron & Steel, Inc.**, a New York Corporation with a mailing address c/o P.O. Box 246, Rensselaer, New York, 12144, as Lessees.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/13/2010



Robert W. Alvord